

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	X None	<b>Entity Type</b>
<a href="#">0001655759</a>			Corporation
<b>Name of Issuer</b>			Limited Partnership
ARVINAS HOLDING COMPANY, LLC			X Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
Over Five Years Ago			
X Within Last Five Years (Specify Year) 2014			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
ARVINAS HOLDING COMPANY, LLC			
<b>Street Address 1</b>		<b>Street Address 2</b>	
395 WINCHESTER Avenue		5 SCIENCE PARK	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
NEW HAVEN	CONNECTICUT	06511	203-535-1456

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Litchman	Manuel	
<b>Street Address 1</b>	<b>Street Address 2</b>	
797 Winthrop Road		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Teaneck	NEW JERSEY	07666
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Cassidy	Sean	
<b>Street Address 1</b>	<b>Street Address 2</b>	
395 Winchester Avenue	5 Science Park	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
New Haven	CONNECTICUT	06511
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Margus	Brad	
Street Address 1	Street Address 2	
2165 Cartagena Drive		
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33428
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Parmar	Kush	
Street Address 1	Street Address 2	
2200 Sand Hill Road, Suite 110		
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CALIFORNIA	94025
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Shannon	Tim	
Street Address 1	Street Address 2	
285 Riverside Avenue, Suite 250		
City	State/Province/Country	ZIP/PostalCode
Westport	CONNECTICUT	06880
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Soderstrom	Jonathan	
Street Address 1	Street Address 2	
433 Temple Street	Office of Cooperative Research	
City	State/Province/Country	ZIP/PostalCode
New Haven	CONNECTICUT	06511
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Levin	Andrew	
Street Address 1	Street Address 2	
c/o RA Capital Healthcare Fund, L.P.	200 Park Place, Suite 1200	
City	State/Province/Country	ZIP/PostalCode
Boston	MASSACHUSETTS	02116
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Squinto	Stephen	
Street Address 1	Street Address 2	
c/o OrbiMed Private Investments VI, LP	601 Lexington Avenue, 54th Floor	
City	State/Province/Country	ZIP/PostalCode

New York

NEW YORK

10022

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Ratcliffe Liam

**Street Address 1**

**Street Address 2**

c/o New Leaf Ventures III, L.P. 7 Times Square, Suite 3502

**City**

**State/Province/Country**

**ZIP/PostalCode**

New York NEW YORK 10036

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

X Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

REITS & Finance

Other Travel

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

**Revenue Range**

**OR**

**Aggregate Net Asset Value Range**

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -

\$25,000,001 - \$50,000,000

\$25,000,000

\$25,000,001 -

\$50,000,001 - \$100,000,000

\$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Investment Company Act Section 3(c)	
Rule 504 (b)(1)(i)	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(ii)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)
Rule 505	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2015-10-16 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number X None
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None

**Street Address 1**

**Street Address 2**

City	State/Province/Country	ZIP/Postal Code
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State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$41,609,999 USD or Indefinite  
Total Amount Sold \$41,609,999 USD  
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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#### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions                    \$0 USD    Estimate  
Finders' Fees                        \$0 USD    Estimate

Clarification of Response (if Necessary):

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD    Estimate

Clarification of Response (if Necessary):

No payments other than ordinary course employment compensation is being paid to officers or directors.

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ARVINAS HOLDING COMPANY, LLC	Sean Cassidy	Sean Cassidy	Treasurer	2015-10-23

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a

result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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